

**ARTICLES OF INCORPORATION
OF
BRAEMAR MEN'S CLUB**

I, the undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be BRAEMAR MEN'S CLUB.

ARTICLE II

PURPOSES

The corporation is organized and shall be operated exclusively for the following social, recreational, and pleasurable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended:

- A. This corporation is organized primarily to:
1. provide opportunities for competitive golf;
 2. provide social contact among its golfing members;
 3. promote proper habits and observance of golfing rules and courtesies concerning play and upkeep of the golf course; and
 4. join with other organizations in carrying out its purposes.

B. The corporation shall have only such powers as are consistent with the foregoing purposes, including power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, bequest, or otherwise, and to own, hold, invest, expend, make gifts and contributions of, and to convey, transfer, and dispose of any funds, property and the income therefrom for the furtherance of the purposes of the corporation, and to lease, mortgage, encumber, invest and use the same, and such other powers which afforded to the corporation by the Minnesota Nonprofit Corporation Act, and any future laws amendatory thereof and supplementary thereto. All such powers of the corporation shall be exercised only so that the operations of the corporation shall be exclusively within the contemplation of both Section 501(c)(7) of the Internal Revenue Code, as now enacted or as hereafter amended, and of any parallel provision in the Statutes of the State of Minnesota, as now enacted or as hereafter amended.

ARTICLE III

NO PECUNIARY GAIN

The corporation does not and will not afford pecuniary gain, incidentally or otherwise, to its members. The corporation shall pay no dividends or other pecuniary remuneration, directly or indirectly, to its shareholders or members as such, provided, however, that reasonable compensation may be paid for services rendered to or for the corporation by any person. The corporation shall not lend any of its assets to an officer or director of the corporation.

ARTICLE IV

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE V

REGISTERED OFFICE

The registered office of the corporation shall be located at 6364 John Harris Drive, Edina, Minnesota 55439.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator, who is a natural person of full age, is Mark Schmidt, 8920 Zanzibar Lane North, Maple Grove, Minnesota 55311.

ARTICLE VII

DIRECTORS

The management of the corporation shall be vested in the Board of Directors which shall consist of not fewer than three members. All directors shall be natural persons. The first Board of Directors shall adopt the Bylaws of the corporation, elect its officers, and conduct such other business as shall come before it. The first Board shall consist of the following persons, each of whom shall serve until his resignation or removal in accordance with the Bylaws or until his successor is elected by majority vote of the Board of Directors:

<u>Name</u>	<u>Address</u>
Michael Casserly	4701 Meadow Road Edina, MN 55424
Rick Danmeier	10730 Kiawah Drive Eden Prairie, MN 55344
Mark Schmidt	8920 Zanzibar Lane North Maple Grove, MN 55311
Richard Helde	7705 Pondwood Drive Edina, MN 55439
Tim Nord	6425 Nordic Circle Edina, MN 55439
Greg Wright	6705 Field Way Edina, MN 55436
Jim Peterson	6412 Gleason Court Edina, MN 55436
Scott Nelson	6428 Vernon Avenue Edina, MN 55436
Tim Smith	8716 Wood Cliff Road Bloomington, MN 55438
Leslie Sharpe	6501 Cherokee Trail Edina, MN 55439
Scott Schwein	19870 Waterford Place Shorewood, MN 55331
Dan Berend	5709 Newport Drive Edina, MN 55436
Vince Bradford	5621 Zenith Avenue South Edina, MN 55410

ARTICLE VIII

MEMBERS

The corporation shall have members who shall not have any voting rights except as specifically provided for in the Bylaws of the corporation. The Bylaws may establish more than

one class of members and may establish the rights and preferences of such different classes. The terms, conditions and qualifications for members of the corporation shall be set forth in the Bylaws.

ARTICLE IX

CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE X

NO PERSONAL LIABILITY

The directors and officers of the corporation shall not, as such, be personally liable for the obligations of the corporation.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved, and its assets distributed, in the manner provided in the Minnesota Nonprofit Corporation Act.

ARTICLE XII

AMENDMENTS TO ARTICLES

The directors of the corporation may amend the Articles of Incorporation from time to time, but only upon unanimous action taken in writing or by majority vote at a meeting for which due notice has been given together with a copy of the proposed amendment.


IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and executed these Articles of Incorporation this 26 day of November, 2019.



Mark Schmidt

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 26 day of November, 2019, before me, a Notary Public within and for said County, personally appeared Mark Schmidt, to me known to be the person named as incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same as his free act and deed.



Notary Public

4818-6750-3984\1

